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FORM D	UNITED	STATES 0 00		OMB APP	ROVAL
1	SECURITIES AND EXC		I	MB Number:	3235-0076
•	Washington,	, D.C. 20549		xpires: A stimated average by	April 30, 2008
				ours per response:	
	FOR	MD	_	SEC USE	ONLY
		IAI D		Prefix	Serial
I NOOM TOWN TOWN TOWN THE THOU THE TANK				I ICIIX	1
07049613	NOTICE OF SALE PURSUANT TO		-	5.000.00	CERT IED
	į.	(6), AND/OR	1	DATE RE	CEIVED
	UNIFORM LIMITED O			L	
Name of Offering (check if this Atticus Trading (Cayman),		has changed, and indicate change	ge.)		
Filing Under (Check box(es) that ap		e 505 🛛 Rule 506 🔲 Secti	on 4(6) 🔲 l	JLOE (S	W 182
Type of Filing: New Filing	☑ Amendment				OCCEINED CONTRACT
1	A. BAS	IC IDENTIFICATION DATA		C API	R 02 2007
1. Enter the information requested al	oout the issuer		÷	14:	
Name of Issuer (check if this is a Atticus Trading (Cayman),		changed, and indicate change.)			199 555
Address of Executive Offices (Numb	er and Street, City, State, Zip		Telephone	Number (Includin	g Area Code)
	vices (Ireland) Limited, 3rd F			+3531-707-50	070
Address of Principal Business Opera	Ireland Attn.: Willie Grahan tions (Number and Street, Cit		Telephone	Number (Includin	g Area Code)
(if different from Executive Offices)			'		,
Brief Description of Business To	o operate as a private investm	ent fund.			J
Time of Business Occasions					<u> </u>
I voe of Business Organization					
Type of Business Organization	Imited partnership al	ready formed 🔲 ot	har (plassa sp	aciful: a Cauman Is	slands evennted P
corporation	` Ilimited partnership, al	_	her (please sp	ecify): a Cayman Is company	slands exempted Z
	limited partnership, al	_	her (please sp	• • •	slands exempted B
☐ corporation ☐ business trust	☐ limited partnership, to	be formed Month Year		company	PROCESSED
corporation business trust Actual or Estimated Date of Incorpor	limited partnership, to	Month Year 11 01	⊠ Actual	• • •	PROCESSED APR 1 1 2007
corporation business trust Actual or Estimated Date of Incorpor Jurisdiction of Incorporation or Orga	limited partnership, to ation or Organization:	Month Year 11 01	⊠ Actual	company	PROCESSED
corporation business trust Actual or Estimated Date of Incorpor Jurisdiction of Incorporation or Orga GENERAL INSTRUCTIONS	limited partnership, to ation or Organization:	Month Year 11 01 S. Postal Service abbreviation for	⊠ Actual	company Bestimated	PROCESSED
corporation business trust Actual or Estimated Date of Incorpor Jurisdiction of Incorporation or Orga	ation or Organization: nization (Enter two-letter U. CN for Canada; FN	Month Year 11 01 S. Postal Service abbreviation for other foreign jurisdiction)	⊠ Actual or State:	company Estimated FN	PROCESSED APR 1 1 2007 THOMSON FINANCIAL
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A. BASIC IDENTIFICATION DATA		
2. Enter the information requested for the following:		
o Each promoter of the issuer, if the issuer has been organized within the past five years;		
o Each beneficial owner having the power to vote or dispose, or direct the vote or disposition	of, 10% or more of	a class of equity securities
of the issuer;		
o Each executive officer and director of corporate issuers and of corporate general and manag	ing partners of partr	ership issuers; and
o Each general and managing partner of partnership issuers.		·
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Barakett, Peter		
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Atticus Capital LP, 152 West 57th Street, 45th Floor, New York, NY 10019		
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	□ Director □	General and/or Managing Partner
Full Name (Last name first, if individual) Domaille, Ian		
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Atticus Capital LP, 152 West 57th Street, 45th Floor, New York, NY 10019		
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, if individual) Edmonds, Matthew J.	,	·
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Atticus Capital LP, 152 West 57th Street, 45th Floor, New York, NY 10019		
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if individual) La Vigne, Donald		
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Atticus Capital LP, 152 West 57th Street, 45th Floor, New York, NY 10019		
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	□ Director □	General and/or Managing Partner
Full Name (Last name first, if individual) Miller, Peter K.		
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Atticus Capital LP, 152 West 57th Street, 45th Floor, New York, NY 10019	,	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Rothschild, Nathaniel		
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Atticus Capital LP, 152 West 57th Street, 45th Floor, New York, NY 10019		
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if individual)		
Business or Residence Address (Number and Street, City, State, Zip Code)	• • • • • • • • • • • • • • • • • • • •	
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	•			· B.	INFORMA	TION AB	OUT OFFE	RING					
	<u>.</u> .	٠.			į				• :	Yes	No		•
1. H	as the issuer sol Answer als						vestors in th	nis offering	3?				
· 2. W	hat is the minin	num invest	ment that w	vill be acce	pted from a	ny individ				<u>\$5</u> ,	* 000,000		•
	*Subject to t	he discretion	on of the B	oard of Dir	ectors to ac	cept lesser	amounts.	•				•	
	Al 66in	الملا والمستديد					٠	•			s No		
	oes the offering nter the informa					or will be	naid or give	en directly	or indirect	🔯	nmission o	similar	
re	muneration for	solicitation	of purchas	ers in conn	ection with	sales of se	curities in t	he offering	g. If a person	on to be list	ed is an ass	sociated per	rson or
ag	ent of a broker	or dealer re	egistered w	ith the SEC	and/or wit	th a state or	states, list	the name o	of the broke	r or dealer.	If more th	an five (5)	
	rsons to be liste	ed are assoc	ciated perso	ons of such	a broker or	dealer, yo	u may set fo	orth the inf	ormation fo	or that brok	er or dealer	only. Not	
	pplicable			<u> </u>	<u> </u>	· .			- 	<u> </u>	· · ·		
Full Name	(Last name firs	t, if individ	lual)		·			5	1 - 1			a.	٠.
Business o	r Residence Ad	dress (Num	ber and St	reet, City, S	State, Zip C	ode)							
Name of A	ssociated Broke	er or Dealer	г : `		-					•			
States in w	hich Person Lis	ted Has So	licited or Ir	ntends to So	olicit Purch	asers	•		· · · · · · · · · · · · · · · · · · ·				
	ck "All States"				1			•		:	🔲 Al	l States	
, [Al	L] [AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
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Full Name	(Last name firs	t, if individ	ual)		1	,				-	. 1 - ,		
Business of	r Residence Ad	dress (Num	ber and Str	reet, City, S	tate, Zip C	ode)							
Name of A	ssociated Broke	er or Dealer			.								
States in w	hich Person Lis	ted Has So	licited or Ir	ntends to So	olicit Purch	asers						•	
(Che	ck "All States"	or check in	dividual St	ates)	-				-	•	☐ Al	States	
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Full Name	(Last name firs	t, if individ	ual)	,									
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Name of A	ssociated Broke	r or Dealer							· <u>.</u>				
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[M] [R]		[NV] [SD]	· [NH] · · [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]	. • .
LACA.	, [OO]	[22]	ř.,,,1	[• · •]	(2)	r , , 1	[, , , ,]	[, , ,]	f.,, , 1	r1	1	. (* *\]	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

				· · · · · · · · · · · · · · · · · · ·
	C. OFFERING PRICE, NUMBER OF INVE	STORS, EXPENSES AND US	E OF PROCEEDS	
1.	Enter the aggregate offering price of securities included in this offering, "none" or "zero". If the transaction is an exchange offering, check this the securities offered for exchange and already exchanged!	g and the total amount already s s box [] and indicate in the co	sold. Enter "0" if answ dumns below the amou	er is ants of
	Type of Security		Aggregate Offering Price	Amount Already Sold
	Debt	······································	. <u>\$</u>	<u>s</u>
	Equity		\$1,000,000,000	\$11,853,980.40
•	[X] Common [] Preferred			
	Convertible Securities (including warrants)		\$	\$
	Partnership Interests	·		\$
	Other (Specify)	į.		\$
				\$11,853,980.40
	Answer also in Appendix, Column 3, if filing under ULOE.			
-	Enter the number of accredited and non-accredited investors who have amounts of their purchases. For offerings under Rule 504, indicate the aggregate dollar amount of their purchases on the total lines. Enter "0	e number of persons who have p	ourchased securities an Number Investors	d the Aggregate Dollar Amount of Purchases
	Accredited Investors		. 2	\$11,853,980.40
•	Non-accredited Investors			\$0
	Total (for filing under Rule 504 only)	•	-	•
	Answer also in Appendix, Column 4, if filing under ULOE.		:	<u> </u>
3.	If this filing is for an offering under Rule 504 or 505, enter the inform offerings of the types indicated, in the twelve (12) months prior to the type listed in Part C - Question 1.	ation requested for all securities first sale of securities in this of	s sold by the issuer, to fering. Classify securi	date, in ties by.
			Type of	Dollar
	Type of Offering		Security	Amount Sold
	Rule 505			<u> </u>
	Regulation A		,	<u>\$</u>
	Rule 504			<u>\$</u>
	Total			<u> </u>
4.	a. Furnish a statement of all expenses in connection with the issuance amounts relating solely to organization expenses of the issuar. The in the amount of an expenditure is not known, furnish an estimate and ch	formation may be given as subj	ect to future contingen	
	Transfer Agent's Fees] \$0
	Printing and Engraving Costs		[x] \$*
	Legal Fees		[X] \$*

*All offering and organizational expenses are estimated not to exceed \$50,000.

Engineering Fees

Total

Sales Commissions (specify finders' fees separately)

Other Expenses (identify)

Accounting Fees

[X] <u>\$*</u>

[X]

\$0..

.\$*

[X] <u>\$50,000*</u>

е	. Enter the difference between the aggregate offering pr	ice given in respon	180 111 0	art (' - Ouestion 1 and	ioiai		
, i	xpenses furnished in response to Part C - Question 4.a. ssuer."	This difference is t	the "adj	justec	i gross proceeds to	the		\$999,950,000
¦ p	ndicate below the amount of the adjusted gross proceeds surposes shown. If the amount for any purpose is not kno stimate. The total of the payments listed must equal the lart C - Question 4.b above.	wn, furnish an est	timate a	and c	heck the box to the	e left o	of the	
					Payments to Officers, Directors, & Affiliates			Payments to Others
: 5	alaries and fees	 	[]	\$.	[]	\$
F	rurchase of real estate		[]	\$	[]	<u>\$</u>
F	urchase, rental or leasing and installation of machinery a	and equipment	[]	\$	[]	\$
•	Construction or leasing of plant buildings and facilities		[]	\$	[]	\$
i	Acquisition of other businesses (including the value of se anyolved in this offering that may be used in exchange for ecurities of another issuer pursuant to a merger)	the assets or	[]	\$	[}	\$
F	Repayment of indebtedness		. []	\$	[]	\$
; \	Vorking capital		[1	\$	[]	\$
•	Other (specify): Investment capital investing in Atticus	Trading, Ltd.	[]	\$	[>]	\$999,950,000
	Column Totals	1	•]	\$ [x] <u>\$</u>	-	50,0	\$999,950,000
1		D. FEDERAL SI	GNAT	URE				
1	suer has duly caused this notice to be signed by the under	rsigned duly auth	orized		n. If this notice is	filed		
gnat form	ure constitutes an undertaking by the issuer to furnish to nation furnished by the issuer to any non-accredited inve		s and E		nge Commission,	upon '	- 1	Date
gnat form	(Print or Type) us Trading (Cayman), Ltd.	stor pursuant to pa	es and E	h (b)	nge Commission, (2) of Rule 502.	upon '	- 1	- -
gnat form suer ttic	(Print or Type) us Trading (Cayman), Ltd. of Signer (Print or Type)	Stor pursuant to pa	es and E aragrap gner (P	rint c	nge Commission, (2) of Rule 502.	upon '	- 1	Date
gnat form suer ttic	(Print or Type) us Trading (Cayman), Ltd.	stor pursuant to pa	es and E aragrap gner (P	rint c	nge Commission, (2) of Rule 502.	upon '	- 1	Date
ignat nform ssuer Attic	(Print or Type) us Trading (Cayman), Ltd. of Signer (Print or Type)	Stor pursuant to pa	es and E aragrap gner (P	rint c	nge Commission, (2) of Rule 502.	upon '	- 1	Date

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

		A House to								
	A CONTRACTOR OF THE STATE OF TH									
1.	Is any party described in 17 CFR 230.262 presently su	Yes Nubject to any of the disqualification provisions of such rule?								
	See Appendix, Co	olumn 5, for state response. Not applicable								
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law. Not applicable									
3.	The undersigned issuer hereby undertakes to furnish to offerees. Not applicable	to the state administrators, upon written request, information furnished by the issuer to								
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied. Not applicable									
	issuer has read this notification and knows the con ersigned duly authorized person.	ntents to be true and has duly caused this notice to be signed on its behalf by the								
Iss	uer (Print or Type)	Signature Date								
	icus Trading (Cayman), Ltd.	March 29, 2007								
Na	ne (Print or Type)	Title (Print of Type)								
Sus	an Seo	Attorney-in-Fact								

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1 .		·		Atticus Tradi	ng (Cayman), Lto	1	1-1				
1	2		3	į į	4 .			Not Ap	plicable		
	Intend to non-acc investo	redited ors in	Type of security and aggregate offering price					under Sta (if yes explana	ation of		
	Sta (Part B-		offered in state (Part C-Item 1)	Type of	Type of investor and amount purchased in State (Part C-Item 2)				waiver granted) (Part E-Item 1)		
2	Vas	NI	Participating Class Shares	Number of Accredited Investors		Number of Non- Accredited Investors		Vac	N.		
State	Yes	No	\$1,000,000,000	Investors.	Amount	Investors	Amount	Yes	No		
ĄK				1			•				
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APPENDIX

Atticus Trading (Cayman), Ltd. 5 3 Not Applicable Disqualification under State ULOE Type of security Intend to sell to non-accredited and aggregate (if yes, attach offering price investors in explanation of offered in state waiver granted) State Type of investor and amount purchased in State (Part C-Item 1) (Part E-Item 1) (Part B-Item 1) (Part C-Item 2) Number of Participating Non-Number of Class Shares Accredited-Accredited Investors Investors Yes No Yes No State Amount Amount \$1,000,000,000 ND ΝE NH ŃJ NMNV 2 NY Х \$11,853,980.40 0 X 0 OH · OK OR PA PR · ŘI SC SD TN TX UT VA -ΫI · VT WA WI WV. ·WY

